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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the lead case,  
No. 19-30088 (DM)*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case) (Jointly Administered)

**SECOND STIPULATION BETWEEN  
DEBTORS AND OFFICIAL  
COMMITTEE OF UNSECURED  
CREDITORS EXTENDING TIME TO  
RESPOND TO CEO COMPENSATION  
MOTION AND KEIP MOTION**

Re: Dkt. Nos. 2662 and 2664

[No Hearing Requested]

1 This stipulation and agreement for order (“**Second Stipulation and Agreement for**  
2 **Order**”) is entered into by PG&E Corporation and Pacific Gas and Electric Company, as debtors  
3 and debtors in possession (collectively, the “**Debtors**”), on the one hand, and the Official  
4 Committee of Unsecured Creditors (the “**Creditors Committee**”), on the other. The Debtors  
5 and the Creditors Committee are referred to in this Stipulation and Agreement for Order  
6 collectively as the “**Parties**,” and each as a “**Party**.” The Parties hereby stipulate and agree as  
7 follows:

8 **RECITALS**

9 A. On June 19, 2019, the Debtors filed the *Motion of Debtors Pursuant to 11 U.S.C.*  
10 *§§ 363 and 105(a) for an Order Approving Terms of Employment for New Chief Executive*  
11 *Officer and President of PG&E Corporation* [Dkt. No. 2662] (the “**CEO Compensation**  
12 **Motion**”) and the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(c) for*  
13 *Entry of an Order (I) Approving Debtors’ Incentive Program for Certain Key Employees and (II)*  
14 *Granting Related Relief* [Dkt. No. 2664] (the “**KEIP Motion**”), which are set for a hearing  
15 before the Court at 9:30 a.m. on July 24, 2019. Any response or opposition to the CEO  
16 Compensation Motion or the KEIP Motion was due by 4:00 p.m. (Pacific Time) on July 17,  
17 2019.

18 B. On July 17, 2019 the Debtors and Creditors Committee entered into the  
19 *Stipulation Between Debtors and Official Committee of Unsecured Creditors Extending Time to*  
20 *Respond to CEO Compensation Motion and KEIP Motion* (“**First Stipulation**”) [Dkt. No. 3034],  
21 which extended the time for the Creditors Committee to respond to the CEO Compensation  
22 Motion and the KEIP Motion to 9:00 a.m. (Pacific Time) on July 19, 2019. The Court entered an  
23 order granting the First Stipulation on July 18, 2019 [Dkt. No. 3051]

24 C. Counsel for the Creditors Committee has requested, and counsel for the Debtors  
25 has agreed, that the time for the Creditors Committee to respond to the CEO Compensation  
26 Motion and the KEIP Motion be further extended.

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1 NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE  
2 INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS  
3 STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE  
4 UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE COURT TO ORDER,  
5 THAT:

6 1. The time for the Creditors Committee to file and serve any response or  
7 opposition to the CEO Compensation Motion or the KEIP Motion is further extended through  
8 5:00 p.m. (Pacific Time) on July 19, 2019.

9 Dated: July 18, 2019

Dated: July 18, 2019

10 KELLER & BENVENUTTI LLP

MILBANK LLP

11  
12 /s/ Jane Kim  
Jane Kim

/s/ Thomas R. Kreller  
Thomas R. Kreller

13 *Attorneys for Debtors*  
14 *and Debtors in Possession*

*Attorneys for Official Committee of*  
*Unsecured Creditors*